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EXEMPTION NO. 84787 FILED 142

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INTERSTATE COMMERCE COMMISSION

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A fee of \$16.00 is enclosed. Please return two of the original counterparts of the document, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of March 9, 1992, to terminate Equipment Trust Agreement with Recordation No. 8748, dated March 1, 1977, and covering 1,165 open top hopper cars numbered NW 140836-142000, inclusive.

Very truly yours,

A handwritten signature in dark ink, appearing to read "J. Gary Lane", is written over a horizontal line.

J. Gary Lane

JGL
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4/2/92

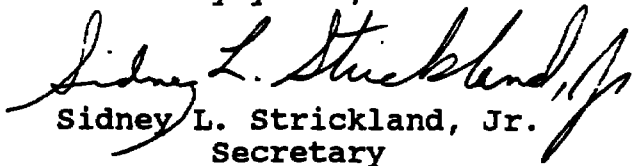
OFFICE OF THE SECRETARY

J Cary Lane
Senior General Attorney
Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 235-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/1/92 at 2:10pm , and assigned recordation number(s). 8478-X

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

APR 1 1992 3:11 PM

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
Series No. 5

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that Mercantile-Safe Deposit and Trust Company (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of March 1, 1977, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series No. 5 (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and any dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, its successors and assigns, as its and their absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad, its successors and assigns, from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its duly authorized officers under its corporate seal attested by one of its Assistant Secretaries, this 9th day of MARCH, 1992.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Trustee

By: Robert D. Brown
Title: Corporate Trust Officer

ATTEST:

[Signature]
Assistant Secretary

STATE OF MARYLAND
COUNTY OF HARFORD

)
) ss.:
)

On this 9TH day of MARCH, 1992, before me,
a Notary Public, personally appeared Robert D. Brown,
to me personally known, who, being by me duly sworn, says he is a
Corporate Trust Officer of Mercantile-Safe Deposit and Trust
Company, that the seal affixed to the foregoing instrument is the
corporate seal of said corporation, that said instrument was
signed and sealed on behalf of said corporation by authority of
its Board of Directors, and he acknowledged that the execution of
the foregoing instrument was the free act and deed of said
corporation.


Notary Public

My commission expires: OCT 22 1994